

600707

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October 21, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

700002327567--3  
-10/23/97--01017--015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Matthews Orthopaedic Clinic, P.A.

Gentlemen:

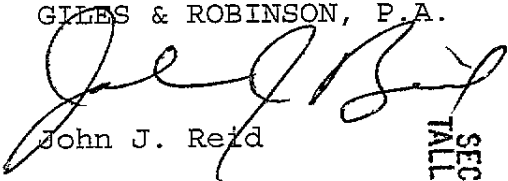
I am enclosing the original and one copy of the Articles of Amendment for the above-referenced corporation along with this firm's check in the amount of \$87.50 which amount represents the following:

<u>Item</u>	<u>Amount</u>
Amendment Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
Total	\$87.50

When you have issued the certified copy, please return it to my office. If you should have any questions, please contact me.

Sincerely,

GILES & ROBINSON, P.A.

  
John J. Reid

JJR/ab  
enclosures  
cc: Robert C. Coolidge

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT 23 PM 2:57

FILED

See  
10/24

Amended & Restated

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

MATTHEWS ORTHOPEDIC CLINIC, P.A.

FILED  
97 OCT 23 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation shall be Matthews Clinic,  
Inc.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 1315 S. Orange Avenue, Orlando, Florida 32806 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 700,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V

Registered Agent and Registered Office

The registered agent of this corporation shall be Robert C. Coolidge. The street address of the registered office of this corporation, which is identical with the business office of the registered agent, is 1315 S. Orange Avenue, Orlando, Florida 32806.

ARTICLE VI

Board of Directors

The Board of Directors for this corporation shall consist of not less than one (1) Director. The number of directors shall be decided by resolution of the shareholders.

ARTICLE VII  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE VIII  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

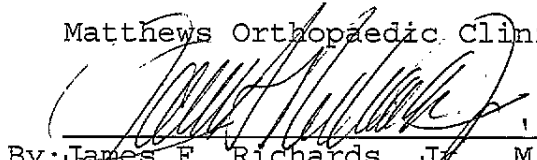
ARTICLE IX  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

These Amended and Restated Articles of Incorporation were duly adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporate Act by the Board of Directors of the Corporation on August 15, 1997 and by the written consent of the holders of the issued and outstanding shares of Stock dated as of September 17, 1997. The number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for the approval by such holders.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation be executed by its President and Secretary on October 18, 1997.

Matthews Orthopaedic Clinic, P.A.

  
By: James F. Richards, Jr., M.D.  
President

  
By: \_\_\_\_\_  
Secretary